

RECORDATION NO. 26277-4 FILED

JUN 09 '06 1-17PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 9, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated June 9, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 26277-M.

The names and addresses of the parties to the enclosed document are:

Lessor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas TX 75207

Lessee: Midwest Agri-Commodities Company
7801 E. Busk Lake Road
Edin, MN 55439

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on June, 9 2006 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

W I T N E S S E T H:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Midwest Agri-Commodities Company, a North Dakota corporation (the "Lessee") are parties to that certain Railroad Car Net Lease Agreement (the "Lease Agreement"), dated May 17, 2006, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Riders One (1) and Two (2) to Railroad Car Net Lease Agreement, each effective May 17, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____

Name: Martin Graham

Title: President

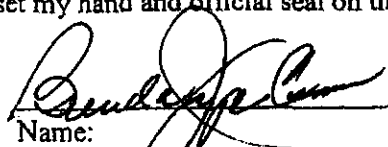
Executed on this 8th day of June, 2006

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 8th day of June 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on June 8th, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: _____
Notary Public

My Commission Expires:
Residing in _____



EXHIBIT A

Equipment: 5,161 cf covered triple hopper cars equipped with
30" x 30" gates and trough hatches

Quantity: Two hundred (200) units in total

Road Numbers under Rider One (1): MAGX 1000 - 1099

Road Numbers under Rider Two (2): MAGX 1100 - 1199

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

06/06/06



Robert W. Alvord